

A M E N D M E N T

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INTERSTATE COMMERCE COMMISSION

WHEREAS, UNITED STATES RAILWAY LEASING COMPANY ("United") and GRAND TRUNK AND WESTERN RAILROAD COMPANY ("GTW") have heretofore entered into that certain lease ("Lease") dated June 7, 1968, covering 50 railroad cars ("Cars") and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act as Recordation No. 5879-A; and

WHEREAS, GTW has the right under the Lease to terminate the same as of August 1, 1973; and

WHEREAS, GTW has offered to forbear its right of termination as aforesaid provided the rentals reserved in the Lease are reduced as herein provided, and United is agreeable thereto.

NOW, THEREFORE, in consideration of the premises and of the payment of Ten Dollars (\$10.00) by each party to the other, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. The continuation of Paragraph 5 of the Lease set forth on Page 1 of the Rider to the Lease is deleted in its entirety.

2. Paragraph 7 of the Lease is amended by deleting the following language:

"One Hundred and Eighty Four Dollars
Per Car Per Calendar Month (\$184.00).
Subject to Rider Attached."

and substituting therefor the following language:

"One Hundred and Seventy Five Dollars
(\$175.00) Per Car Per Calendar
Month."

3. All other terms and conditions contained in the Lease shall remain in full force and effect, and the Lease

as hereby amended is hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, United and GTW have duly
executed this Amendment as of the 1st day of August, 1973.

UNITED STATES RAILWAY LEASING
COMPANY

By: _____

R. E. Bell

Vice President

[SEAL]
ATTEST:

Wm. L. Bell

Secretary

GRAND TRUNK AND WESTERN RAILROAD
COMPANY

By: _____

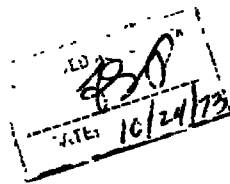
J. F. Wooden

Vice President

[SEAL]
ATTEST:

E. B. Sartain

Secretary



STATE OF ILLINOIS }
COUNTY OF COOK }

SS:

On this 19th day of November, 19 75,
before me personally appeared R. E. Bell,
to me personally known, who being by me duly sworn, says that
he is Vice President of the United States Railway
Leasing Company, and Paul R. Lent, to me
personally known to be the Asst Secretary of said
corporation, that the seal affixed to the foregoing instrument
is the corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by authority
of its Board of Directors, and they acknowledged that the
execution of the foregoing instrument was the free act and
deed of said corporation.

Paul Ellen Jander
Notary Public
My Commission Expires June 11, 1975

STATE OF Mich }
COUNTY OF Wayne }

SS:

On this 24th day of October, 19 73,
before me personally appeared D. G. Wooden,
to me personally known, who being by me duly sworn, says that
he is Vice President of GRAND TRUNK Western R.R. Co.
and E. G. Fontaine,
to me personally known to be the Secretary of said
corporation, that the seal affixed to the foregoing instrument
is the corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by authority
of its Board of Directors, and they acknowledged that the
execution of the foregoing instrument was the free act and
deed of said corporation.

Joan A. Pietryka
Notary Public

JOAN A. PIETRYKA
Notary Public, Macomb County, Mich.
Acting in Wayne County, Mich.
My Commission Expires 11-11-75